

RECORDATION NO. 25874-A FILED

SEP 30 '05 5:34 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 30, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Memorandum of Lease, dated as of September 30, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption Agreement being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: ORIX Financial Services, Inc.
600 Town Park Lane – 3rd Floor
Kennesaw, Georgia 30144

Lessee: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Mr. Vernon A. Williams
September 30, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

98 railcars within the series MDW 7100 – MDW 7204 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. W. Alvord', followed by a horizontal flourish.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of September 30, 2005, by and between ORIX Financial Services, Inc., a New York corporation, having its principal place of business at 600 Town Park Lane - 3rd Floor, Kennesaw, Georgia 30144 (hereinafter "Lessor") and The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessee").


1. Lessor and Lessee are parties to that certain Master Lease Agreement dated September 30, 2005 (the "Master Lease"), and Master Lease Schedule No. 2 dated as of September 30, 2005 (the "Schedule"), whereby Lessor leases to Lessee ninety-eight (98) 52' 6" 100 ton cushioned boxcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars").
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

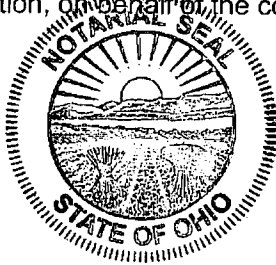
THE ANDERSONS, INC.

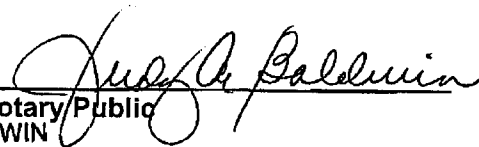
By: 
Richard R. George
Vice President
Corporate Controller/CIO

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 30th day of September 2005, by Richard R. George, the Vice President, Corporate Controller of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.




Notary Public
JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 2/01/2010

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LESSOR:

ORIX FINANCIAL SERVICES, INC.

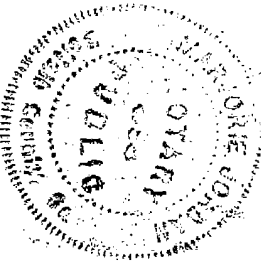
By: 

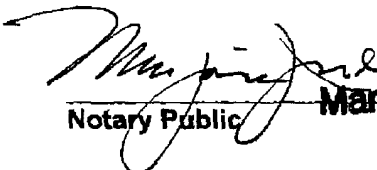
Mark A. Kassis
Senior Vice President

STATE OF Georgia)

COUNTY OF Cobb) SS:

The foregoing instrument was acknowledged before me September 30, 2005, by Mark A. Kassis, the Senior Vice President of ORIX Financial Services, Inc., a New York corporation, on behalf of the corporation.




Notary Public **Marjorie Jordan**

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EXHIBIT A

The following Plate C 52'6" 100 Ton Cushioned Boxcars with Sliding Double Doors:

<u>Count</u>	<u>Car Initial</u>	<u>Car Number</u>	<u>Count</u>	<u>Car Initial</u>	<u>Car Number</u>
1	MDW	7100	51	MDW	7155
2	MDW	7101	52	MDW	7156
3	MDW	7103	53	MDW	7157
4	MDW	7104	54	MDW	7158
5	MDW	7105	55	MDW	7160
6	MDW	7106	56	MDW	7161
7	MDW	7107	57	MDW	7162
8	MDW	7109	58	MDW	7163
9	MDW	7110	59	MDW	7164
10	MDW	7112	60	MDW	7165
11	MDW	7113	61	MDW	7166
12	MDW	7114	62	MDW	7167
13	MDW	7115	63	MDW	7168
14	MDW	7116	64	MDW	7169
15	MDW	7117	65	MDW	7170
16	MDW	7118	66	MDW	7171
17	MDW	7119	67	MDW	7172
18	MDW	7120	68	MDW	7173
19	MDW	7121	69	MDW	7174
20	MDW	7122	70	MDW	7175
21	MDW	7123	71	MDW	7176
22	MDW	7124	72	MDW	7177
23	MDW	7125	73	MDW	7178
24	MDW	7126	74	MDW	7179
25	MDW	7127	75	MDW	7180
26	MDW	7128	76	MDW	7181
27	MDW	7129	77	MDW	7182
28	MDW	7130	78	MDW	7183
29	MDW	7131	79	MDW	7184
30	MDW	7133	80	MDW	7185
31	MDW	7134	81	MDW	7186
32	MDW	7135	82	MDW	7187
33	MDW	7136	83	MDW	7188
34	MDW	7137	84	MDW	7189
35	MDW	7138	85	MDW	7190
36	MDW	7139	86	MDW	7192
37	MDW	7140	87	MDW	7193
38	MDW	7141	88	MDW	7194
39	MDW	7142	89	MDW	7195
40	MDW	7143	90	MDW	7196
41	MDW	7145	91	MDW	7197
42	MDW	7146	92	MDW	7198
43	MDW	7147	93	MDW	7199
44	MDW	7148	94	MDW	7200
45	MDW	7149	95	MDW	7201
46	MDW	7150	96	MDW	7202
47	MDW	7151	97	MDW	7203
48	MDW	7152	98	MDW	7204
49	MDW	7153			
50	MDW	7154			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 30 September, 2005



Robert W. Alvord